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**U.S. DISTRICT COURT
EASTERN DISTRICT OF NEW YORK**

GREGORY MARQUESS. d/b/a
SKINITEMS.COM and
SKINTRIGUE, INC.,

Plaintiffs,
v.

CARDFLEX, INC. d/b/a/ CLIQ,
WELLS FARGO BANK, N. A., U.S.
ALLIANCE GROUP, and JOHN
DOES 1-10 INCLUSIVE,

Defendants.

Case No.: 12:19-cv-4790

ANSWER

Removed from Supreme Court
of N.Y., Suffolk County
(623115/2018)

Removal Date: August 20, 2019
Trial Date: None set

COMES NOW Defendant CARDFLEX, INC. dba CLIQ (“CARDFLEX” or
“Defendant”) in the above-captioned action, and that answers the Plaintiffs’
Complaint by generally denying all of the allegations in the Complaint, except as
may be specifically admitted or denied below, with each specific denial referring to
numbered paragraphs in said Complaint.

///

ANSWER

PARTIES

1
2 1. Answering Paragraph 1, Defendant is without sufficient knowledge or
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4 either admit or deny the allegations contained therein and therefore DENIES same
5 and leaves Plaintiffs to their proofs.

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7 2. Answering Paragraph 2, Defendant is without sufficient knowledge to
8
9 either admit or deny the allegations contained therein and therefore DENIES same
10 and leaves Plaintiffs to their proofs.

11 3. Answering Paragraph 3, Defendant is without sufficient knowledge to
12
13 either admit or deny the allegations contained therein and therefore DENIES same
14 and leaves Plaintiffs to their proofs.

15 4. Answering Paragraph 4, Defendant ADMITS the allegations in this
16 Paragraph.

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18 5. Answering Paragraph 5, Defendant ADMITS the allegations in this
19 Paragraph.

20 6. Answering Paragraph 6, Defendant is without sufficient knowledge to
21
22 either admit or deny the allegations contained therein and therefore DENIES same
23 and leaves Plaintiffs to their proofs.

24
25 7. Answering Paragraph 7, Defendant is without sufficient knowledge to
26
27 either admit or deny the allegations contained therein and therefore DENIES same
28 and leaves Plaintiffs to their proofs.

1 8. Answering Paragraph 8, Defendant is without sufficient knowledge to
2 either admit or deny the allegations contained therein and therefore DENIES same
3 and leaves Plaintiffs to their proofs.
4

5 9. Answering Paragraph 9, Defendant is without sufficient knowledge to
6 either admit or deny the allegations contained therein and therefore DENIES same
7 and leaves Plaintiffs to their proofs.
8

9 10. Answering Paragraph 10, this involves conclusions of law to which
10 no response is required. To the extent a response is deemed required, Defendant is
11 without sufficient knowledge to either admit or deny the allegations contained
12 therein and heretofore DENIES same and leaves Plaintiffs to their proofs.
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15 11. Answering Paragraph 11, this involves conclusions of law to which
16 no response is required. To the extent a response is deemed required, Defendant is
17 without sufficient knowledge to either admit or deny the allegations contained
18 therein and heretofore DENIES same and leaves Plaintiffs to their proofs.
19

20 12. Answering Paragraph 12, Defendant ADMITS that Plaintiffs have
21 personal jurisdiction over Defendant CARDLFEX, INC. dba CLIQ, but is without
22 sufficient knowledge to either admit or deny the remaining allegations contained
23 therein and therefore DENIES same and leaves Plaintiffs to their proofs.
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1 13. Answering Paragraph 13, Defendant ADMITS that venue is proper as to
2 Defendant CARDLFEX, INC. dba CLIQ, but is without sufficient knowledge to
3 either admit or deny the remaining allegations contained therein and therefore
4 DENIES same and leaves Plaintiffs to their proofs.
5

6 14. Answering Paragraph 14, Defendant ADMITS that New York Law
7 generally governs the agreement(s) at issue in the instant action, but is otherwise
8 without sufficient knowledge to either admit or deny the remaining allegations
9 contained therein and therefore DENIES same and leaves Plaintiffs to their proofs.
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11 15. Answering Paragraph 15, Defendant is without sufficient knowledge
12 information to either admit or deny the allegations contained therein and therefore
13 DENIES same and leaves Plaintiffs to their proofs.
14

15 16. Answering Paragraph 16, Defendant is without sufficient knowledge to
16 either admit or deny the allegations contained therein and therefore DENIES same
17 and leaves Plaintiffs to their proofs.
18

19 17. Answering Paragraph 17, Defendant ADMITS that Plaintiffs' overall
20 characterization of the relationship between cardholders, card associations and
21 various banks in a typical credit card transaction are structured is essentially
22 accurate, but is otherwise without sufficient knowledge to either admit or deny the
23 remaining allegations contained therein and therefore DENIES same and leaves
24 Plaintiffs to their proofs.
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1 18. Answering Paragraph 18, Defendant ADMITS that Plaintiffs' overall
2 characterization of the role of Independent Sales Organizations ("ISOs") in a
3 typical credit card transaction is essentially accurate, but is otherwise without
4 sufficient knowledge to either admit or deny the remaining allegations contained
5 therein and therefore DENIES same and leaves Plaintiffs to their proofs.
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8 19. Answering Paragraph 19, Defendant is without sufficient knowledge to
9 either admit or deny the allegations contained therein and therefore DENIES same
10 and leaves Plaintiffs to their proofs.
11

12 20. Answering Paragraph 20, Defendant is without sufficient knowledge to
13 either admit or deny the allegations contained therein and therefore DENIES same
14 and leaves Plaintiffs to their proofs.
15

16 21. Answering Paragraph 21, Defendant is without sufficient knowledge to
17 either admit or deny the allegations contained therein and therefore DENIES same
18 and leaves Plaintiffs to their proofs.
19

20 22. Answering Paragraph 22, Defendant is without sufficient knowledge to
21 either admit or deny the allegations contained therein and therefore DENIES same
22 and leaves Plaintiffs to their proofs.
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24 23. Answering Paragraph 23, Defendant is without sufficient knowledge to
25 either admit or deny the allegations contained therein and therefore DENIES same
26 and leaves Plaintiffs to their proofs.
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1 24. Answering Paragraph 24, Defendant is without sufficient knowledge to
2 either admit or deny the allegations contained therein and therefore DENIES same
3
4 and leaves Plaintiffs to their proofs.

5 25. Answering Paragraph 25, Defendant is without sufficient knowledge to
6 either admit or deny the allegations contained therein and therefore DENIES same
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8 and leaves Plaintiffs to their proofs.

9 26. Answering Paragraph 26, Defendant is without sufficient knowledge to
10 either admit or deny the allegations contained therein and therefore DENIES same
11
12 and leaves Plaintiffs to their proofs.

13 27. Answering Paragraph 27, Defendant is without sufficient knowledge to
14 either admit or deny the allegations contained therein and therefore DENIES same
15
16 and leaves Plaintiffs to their proofs.

17 28. Answering Paragraph 28, Defendant is without sufficient knowledge to
18 either admit or deny the allegations contained therein and therefore DENIES same
19
20 and leaves Plaintiffs to their proofs.

21 29. Answering Paragraph 29, Defendant is without sufficient knowledge to
22 either admit or deny the allegations contained therein and therefore DENIES same
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24 and leaves Plaintiffs to their proofs.

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1 30. Answering Paragraph 30, Defendant is without sufficient knowledge to
2 either admit or deny the allegations contained therein and therefore DENIES same
3 and leaves Plaintiffs to their proofs.
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5 31. Answering Paragraph 31, Defendant is without sufficient knowledge to
6 either admit or deny the allegations contained therein and therefore DENIES same
7 and leaves Plaintiffs to their proofs.
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9 32. Answering Paragraph 32, Defendant is without sufficient knowledge to
10 either admit or deny the allegations contained therein and therefore DENIES same
11 and leaves Plaintiffs to their proofs.
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13 33. Answering Paragraph 33, Defendant is without sufficient knowledge to
14 either admit or deny the allegations contained therein and therefore DENIES same
15 and leaves Plaintiffs to their proofs.
16

17 34. Answering Paragraph 34, Defendant is without sufficient knowledge to
18 either admit or deny the allegations contained therein and therefore DENIES same
19 and leaves Plaintiffs to their proofs.
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21 35. Answering Paragraph 35, Defendant is without sufficient knowledge to
22 either admit or deny the allegations contained therein and therefore DENIES same
23 and leaves Plaintiffs to their proofs.
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1 36. Answering Paragraph 36, Defendant is without sufficient knowledge to
2 either admit or deny the allegations contained therein and therefore DENIES same
3 and leaves Plaintiffs to their proofs.
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5 37. Answering Paragraph 37, these involve conclusions of law to no
6 response is required. To the extent a response is deemed required, Defendant is
7 without sufficient knowledge to either admit or deny the allegations contained
8 therein and heretofore DENIES same and leaves Plaintiffs to their proofs.
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11 38. Answering Paragraph 38, these involve conclusions of law to no
12 response is required. To the extent a response is deemed required, Defendant is
13 without sufficient knowledge to either admit or deny the allegations contained
14 therein and heretofore DENIES same and leaves Plaintiffs to their proofs.
15

16 39. Answering Paragraph 39, Defendant ADMITS that it did provide
17 prospective credit card processing clients a “Merchant Application” as part of its
18 overall signup process, but is otherwise without sufficient knowledge to either
19 admit or deny the remaining allegations contained therein and therefore DENIES
20 same and leaves Plaintiffs to their proofs.
21
22

23 40. Answering Paragraph 40, Defendant ADMITS that it did provide
24 prospective credit card processing clients a “Program Guide” as part of its overall
25 signup process, and that the “Program Guide” contained a variety of terms and
26 conditions, but is otherwise without sufficient knowledge to either admit or deny
27
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1 the remaining allegations contained therein and therefore DENIES same and leaves
2 Plaintiffs to their proofs.

3
4 41. Answering Paragraph 41, Defendant ADMITS that it did provide
5 prospective credit card processing clients a “Program Guide” as part of its overall
6 signup process, and that the “Program Guide” contained a variety of terms and
7 conditions, but is otherwise without sufficient knowledge to either admit or deny
8 the remaining allegations contained therein and therefore DENIES same and leaves
9 Plaintiffs to their proofs.
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11

12 42. Answering Paragraph 42, Defendant ADMITS that it did provide
13 prospective credit card processing clients a “Program Guide” as part of its overall
14 signup process, and that the “Program Guide” contained a variety of terms and
15 conditions, but is otherwise without sufficient knowledge to either admit or deny
16 the remaining allegations contained therein and therefore DENIES same and leaves
17 Plaintiffs to their proofs.
18
19

20 43. Answering Paragraph 43, Defendant ADMITS that it did provide
21 prospective credit card processing clients a “Program Guide” as part of its overall
22 signup process, and that the “Program Guide” contained a variety of terms and
23 conditions, but is otherwise without sufficient knowledge to either admit or deny
24 the remaining allegations contained therein and therefore DENIES same and leaves
25 Plaintiffs to their proofs.
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1 44. Answering Paragraph 44, Defendant ADMITS that it did provide
2 prospective credit card processing clients a “Program Guide” as part of its overall
3 signup process, and that the “Program Guide” contained a variety of terms and
4 conditions, but is otherwise without sufficient knowledge to either admit or deny
5 the remaining allegations contained therein and therefore DENIES same and leaves
6 Plaintiffs to their proofs.
7

8 45. Answering Paragraph 45, Defendant ADMITS that it did provide
9 prospective credit card processing clients a “Program Guide” as part of its overall
10 signup process, and that the “Program Guide” contained a variety of terms and
11 conditions, but is otherwise without sufficient knowledge to either admit or deny
12 the remaining allegations contained therein and therefore DENIES same and leaves
13 Plaintiffs to their proofs.
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15 46. Answering Paragraph 46, Defendant DENIES the allegations in this
16 Paragraph.
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18 47. Answering Paragraph 47, Defendant DENIES the allegations in this
19 Paragraph.
20

21 48. Answering Paragraph 48, Defendant ADMITS that it did provide
22 prospective credit card processing clients a “Program Guide” as part of its overall
23 signup process, and that the “Program Guide” contained a variety of terms and
24 conditions, but is otherwise without sufficient knowledge to either admit or deny
25 the remaining allegations contained therein and therefore DENIES same and leaves
26 Plaintiffs to their proofs.
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1 the remaining allegations contained therein and therefore DENIES same and leaves
2 Plaintiffs to their proofs.

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4 49. Answering Paragraph 49, this involves conclusions of law to which no
5 response is required. To the extent a response is deemed required, Defendant is
6 without sufficient knowledge to either admit or deny the allegations contained
7 therein and heretofore DENIES same and leaves Plaintiffs to their proofs.

8
9 50. Answering Paragraph 50, Defendant ADMITS that it did provide
10 prospective credit card processing clients a “Program Guide” as part of its overall
11 signup process, and that the “Program Guide” contained a variety of terms and
12 conditions, but is otherwise without sufficient knowledge to either admit or deny
13 the remaining allegations contained therein and therefore DENIES same and leaves
14 Plaintiffs to their proofs.

15
16 51. Answering Paragraph 51, this involves conclusions of law to which no
17 response is required. To the extent a response is deemed required, Defendant is
18 without sufficient knowledge to either admit or deny the allegations contained
19 therein and heretofore DENIES same and leaves Plaintiffs to their proofs.

20
21 52. Answering Paragraph 52, Defendant ADMITS that it did provide
22 prospective credit card processing clients a “Program Guide” as part of its overall
23 signup process, and that the “Program Guide” contained a variety of terms and
24 conditions, but is otherwise without sufficient knowledge to either admit or deny
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1 the remaining allegations contained therein and therefore DENIES same and leaves
2 Plaintiffs to their proofs.

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4 53. Answering Paragraph 53, Defendant ADMITS that it did provide
5 prospective credit card processing clients a “Program Guide” as part of its overall
6 signup process, and that the “Program Guide” contained a variety of terms and
7 conditions, but is otherwise without sufficient knowledge to either admit or deny
8 the remaining allegations contained therein and therefore DENIES same and leaves
9 Plaintiffs to their proofs.
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11

12 54. Answering Paragraph 54, this involves conclusions of law to which no
13 response is required. To the extent a response is deemed required, Defendant is
14 without sufficient knowledge to either admit or deny the allegations contained
15 therein and heretofore DENIES same and leaves Plaintiffs to their proofs.
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18 55. Answering Paragraph 55, Defendant DENIES the allegations in this
19 Paragraph.
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21 56. Answering Paragraph 56, Defendant DENIES the allegations in this
22 Paragraph.
23

24 57. Answering Paragraph 57, this involves conclusions of law to which no
25 response is required. To the extent a response is deemed required, Defendant is
26 without sufficient knowledge to either admit or deny the allegations contained
27 therein and heretofore DENIES same and leaves Plaintiffs to their proofs.
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1 58. Answering Paragraph 58, Defendant is without sufficient knowledge to
2 either admit or deny the allegations contained therein and therefore DENIES same
3
4 and leaves Plaintiffs to their proofs.

5 59. Answering Paragraph 59, Defendant ADMITS the allegations in this
6 Paragraph.
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8 60. Answering Paragraph 60, Defendant is without sufficient knowledge to
9 either admit or deny the allegations contained therein and therefore DENIES same
10
11 and leaves Plaintiffs to their proofs.

12 61. Answering Paragraph 61, Defendant is without sufficient knowledge to
13 either admit or deny the allegations contained therein and therefore DENIES same
14
15 and leaves Plaintiffs to their proofs.

16 62. Answering Paragraph 62, Defendant is without sufficient knowledge to
17 either admit or deny the allegations contained therein and therefore DENIES same
18
19 and leaves Plaintiffs to their proof.

20 63. Answering Paragraph 63, Defendant is without sufficient knowledge to
21 either admit or deny the allegations contained therein and therefore DENIES same
22
23 and leaves Plaintiffs to their proofs.

24 64. Answering Paragraph 64, Defendant is without sufficient knowledge to
25 either admit or deny the allegations contained therein and therefore DENIES same
26
27 and leaves Plaintiffs to their proofs.
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1 65. Answering Paragraph 65, Defendant is without sufficient knowledge to
2 either admit or deny the allegations contained therein and therefore DENIES same
3 and leaves Plaintiffs to their proofs.
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5 66. Answering Paragraph 66, Defendant is without sufficient knowledge to
6 either admit or deny the allegations contained therein and therefore DENIES same
7 and leaves Plaintiffs to their proofs.
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9 67. Answering Paragraph 67, Defendant ADMITS that a “Greer Page”
10 formerly served as “Director of Agent Relations” for Cliq, and also ADMITS that
11 Plaintiffs’ characterization of a “Negative Address Verification System
12 Transaction” is essentially accurate, but is otherwise without sufficient knowledge
13 to either admit or deny the allegations contained therein and therefore DENIES
14 same and leaves Plaintiffs to their proofs.
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18 68. Answering Paragraph 68, Defendant is without sufficient knowledge to
19 either admit or deny the allegations contained therein and therefore DENIES same
20 and leaves Plaintiffs to their proofs.
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22 69. Answering Paragraph 69, Defendant is without sufficient knowledge to
23 either admit or deny the allegations contained therein and therefore DENIES same
24 and leaves Plaintiffs to their proofs.
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1 70. Answering Paragraph 70, Defendant ADMITS that a “Will Swaim”
2 formerly served as “Director of Operations” for Cliq, but is otherwise without
3 sufficient knowledge to either admit or deny the remaining allegations contained
4 therein and therefore DENIES same and leaves Plaintiffs to their proofs.
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6 71. Answering Paragraph 71, Defendant is without sufficient knowledge to
7 either admit or deny the allegations contained therein and therefore DENIES same
8 and leaves Plaintiffs to their proofs.
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10 72. Answering Paragraph 72, Defendant is without sufficient knowledge to
11 either admit or deny the allegations contained therein and therefore DENIES same
12 and leaves Plaintiffs to their proofs.
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14 73. Answering Paragraph 73, Defendant is without sufficient knowledge to
15 either admit or deny the allegations contained therein and therefore DENIES same
16 and leaves Plaintiffs to their proofs.
17

18 74. Answering Paragraph 74, Defendant is without sufficient knowledge to
19 either admit or deny the allegations contained therein and therefore DENIES same
20 and leaves Plaintiffs to their proofs.
21

22 75. Answering Paragraph 75, Defendant is without sufficient knowledge to
23 either admit or deny the allegations contained therein and therefore DENIES same
24 and leaves Plaintiffs to their proofs.
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26 76. Answering Paragraph 76, Defendant is without sufficient knowledge to
27
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1 either admit or deny the allegations contained therein and therefore DENIES same
2 and leaves Plaintiffs to their proofs.

3
4 77. Answering Paragraph 77, Defendant ADMITS that a “Will Swaim”
5 formerly served as “Director of Operations” for Cliq, but is otherwise without
6 sufficient knowledge to either admit or deny the remaining allegations contained
7 therein and therefore DENIES same and leaves Plaintiffs to their proofs.

8
9 78. Answering Paragraph 78, Defendant is without sufficient knowledge to
10 either admit or deny the allegations contained therein and therefore DENIES same
11 and leaves Plaintiffs to their proofs.

12
13 79. Answering Paragraph 79, Defendant is without sufficient knowledge to
14 either admit or deny the allegations contained therein and therefore DENIES same
15 and leaves Plaintiffs to their proofs.

16
17 80. Answering Paragraph 80, Defendant is without sufficient knowledge to
18 either admit or deny the allegations contained therein and therefore DENIES same
19 and leaves Plaintiffs to their proofs.

20
21 81. Answering Paragraph 81, Defendant DENIES the allegations in this
22 Paragraph.

23
24 82. Answering Paragraph 82, Defendant is without sufficient knowledge to
25 either admit or deny the allegations contained therein and therefore DENIES same
26 and leaves Plaintiffs to their proofs.

1 83. Answering Paragraph 83, Defendant is without sufficient knowledge to
2 either admit or deny the allegations contained therein and therefore DENIES same
3 and leaves Plaintiffs to their proofs.
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5 84. Answering Paragraph 84, Defendant is without sufficient knowledge to
6 either admit or deny the allegations contained therein and therefore DENIES same
7 and leaves Plaintiffs to their proofs.
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9 85. Answering Paragraph 85, Defendant is without sufficient knowledge to
10 either admit or deny the allegations contained therein and therefore DENIES same
11 and leaves Plaintiffs to their proofs.
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13 86. Answering Paragraph 86, Defendant is without sufficient knowledge to
14 either admit or deny the allegations contained therein and therefore DENIES same
15 and leaves Plaintiffs to their proofs.
16

17 87. Answering Paragraph 87, Defendant is without sufficient knowledge to
18 either admit or deny the allegations contained therein and therefore DENIES same
19 and leaves Plaintiffs to their proofs.
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21 88. Answering Paragraph 88, Defendant is without sufficient knowledge to
22 either admit or deny the allegations contained therein and therefore DENIES same
23 and leaves Plaintiffs to their proofs.
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1 89. Answering Paragraph 89, Defendant is without sufficient knowledge to
2 either admit or deny the allegations contained therein and therefore DENIES same
3
4 and leaves Plaintiffs to their proofs.

5 90. Answering Paragraph 90, Defendant DENIES the allegations in this
6 Paragraph.
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8 91. Answering Paragraph 91, Defendant is without sufficient knowledge to
9 either admit or deny the allegations contained therein and therefore DENIES same
10
11 and leaves Plaintiffs to their proofs.

12 92. Answering Paragraph 92, Defendant is without sufficient knowledge to
13 either admit or deny the allegations contained therein and therefore DENIES same
14
15 and leaves Plaintiffs to their proofs.

16 93. Answering Paragraph 93, Defendant is without sufficient knowledge to
17 either admit or deny the allegations contained therein and therefore DENIES same
18
19 and leaves Plaintiffs to their proofs.

20 94. Answering Paragraph 94, Defendant ADMITS that Plaintiffs' overall
21 characterization of the 'TMF/MATCH lists' is essentially accurate, but is
22
23 otherwise without sufficient knowledge to either admit or deny the remaining
24
25 allegations contained therein and therefore DENIES same and leaves Plaintiffs to
26 their proofs.

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1 95. Answering Paragraph 95, Defendant ADMITS that Plaintiffs’ overall
2 characterization of the ‘TMF/MATCH lists” is essentially accurate, but is
3
4 otherwise without sufficient knowledge to either admit or deny the remaining
5 allegations contained therein and therefore DENIES same and leaves Plaintiffs to
6 their proofs.
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8 96. Answering Paragraph 96, Defendant is without sufficient knowledge to
9 either admit or deny the allegations contained therein and therefore DENIES same
10 and leaves Plaintiffs to their proofs.
11

12 97. Answering Paragraph 97, Defendant is without sufficient knowledge to
13 either admit or deny the allegations contained therein and therefore DENIES same
14 and leaves Plaintiffs to their proofs.
15

16 98. Answering Paragraph 98, Defendant DENIES the allegations in this
17 Paragraph.
18

19 99. Answering Paragraph 99, Defendant is without sufficient knowledge to
20 either admit or deny the allegations contained therein and therefore DENIES same
21 and leaves Plaintiffs to their proofs.
22

23 100. Answering Paragraph 100, Defendant ADMITS that a “Tiffany
24 Georsky” was a former employee Cliq, but is otherwise without sufficient
25 knowledge to either admit or deny the remaining allegations contained therein and
26 therefore DENIES same and leaves Plaintiffs to their proofs.
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28

1 101. Answering Paragraph 101, Defendant is without sufficient knowledge
2 to either admit or deny the allegations contained therein and therefore DENIES
3 same and leaves Plaintiffs to their proofs.
4

5 102. Answering Paragraph 102, Defendant is without sufficient knowledge
6 to either admit or deny the allegations contained therein and therefore DENIES
7 same and leaves Plaintiffs to their proofs.
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9 103. Answering Paragraph 103, Defendant is without sufficient knowledge
10 to either admit or deny the allegations contained therein and therefore DENIES
11 same and leaves Plaintiffs to their proofs.
12

13 104. Answering Paragraph 104, Defendant DENIES the allegations in this
14 Paragraph.
15

16 105. Answering Paragraph 105, Defendant is without sufficient knowledge
17 to either admit or deny the allegations contained therein and therefore DENIES
18 same and leaves Plaintiffs to their proofs.
19

20 106. Answering Paragraph 106, Defendant is without sufficient knowledge
21 to either admit or deny the allegations contained therein and therefore DENIES
22 same and leaves Plaintiffs to their proofs.
23

24 107. Answering Paragraph 107, Defendant is without sufficient knowledge
25 to either admit or deny the allegations contained therein and therefore DENIES
26 same and leaves Plaintiffs to their proofs.
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1 108. Answering Paragraph 108, Defendant is without sufficient knowledge
2 to either admit or deny the allegations contained therein and therefore DENIES
3 same and leaves Plaintiffs to their proofs.
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5 109. Answering Paragraph 109, Defendant DENIES the allegations in this
6 Paragraph.
7

8 110. Answering Paragraph 110, Defendant is without sufficient knowledge
9 to either admit or deny the allegations contained therein and therefore DENIES
10 same and leaves Plaintiffs to their proofs.
11

12 111. Answering Paragraph 111, Defendant is without sufficient knowledge
13 to either admit or deny the allegations contained therein and therefore DENIES
14 same and leaves Plaintiffs to their proofs.
15

16 112. Answering Paragraph 112, Defendant is without sufficient knowledge
17 to either admit or deny the allegations contained therein and therefore DENIES
18 same and leaves Plaintiffs to their proofs.
19

20 113. Answering Paragraph 113, Defendant ADMITS that a “Jamie
21 Gonzalez” is a current employee Cliq, but is otherwise without sufficient
22 knowledge to either admit or deny the remaining allegations contained therein and
23 therefore DENIES same and leaves Plaintiffs to their proofs.
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1 114. Answering Paragraph 114, Defendant ADMITS that a “Jamie
2 Gonzalez” is a current employee Cliq, but is otherwise without sufficient
3 knowledge to either admit or deny the remaining allegations contained therein and
4 therefore DENIES same and leaves Plaintiffs to their proofs.
5

6 115. Answering Paragraph 114, Defendant ADMITS that a “Jamie
7 Gonzalez” is a current employee Cliq, but is otherwise without sufficient
8 knowledge to either admit or deny the remaining allegations contained therein and
9 therefore DENIES same and leaves Plaintiffs to their proofs.
10

11 116. Answering Paragraph 116, Defendant is without sufficient knowledge
12 to either admit or deny the allegations contained therein and therefore DENIES
13 same and leaves Plaintiffs to their proofs.
14

15 117. Answering Paragraph 117, Defendant is without sufficient knowledge
16 to either admit or deny the allegations contained therein and therefore DENIES
17 same and leaves Plaintiffs to their proofs.
18

19 118. Answering Paragraph 118, as this involves Plaintiffs realleging each
20 of their preceding allegations from Paragraphs 1 through 117, Defendant realleges
21 each of its preceding denials, admissions and responses in turn.
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1 119. Answering Paragraph 119, these involve conclusions of law to which
2 no response is required. To the extent a response is deemed required, Defendant is
3 without sufficient knowledge to either admit or deny the allegations contained
4 therein and heretofore DENIES same and leaves Plaintiffs to their proofs.
5

6 120. Answering Paragraph 120, Defendant ADMITS the allegations in this
7 Paragraph.
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9 121. Answering Paragraph 121, Defendant DENIES the allegations in this
10 Paragraph.
11

12 122. Answering Paragraph 122, Defendant DENIES the allegations in this
13 Paragraph.
14

15 123. Answering Paragraph 123, Defendant DENIES the allegations in this
16 Paragraph.
17

18 124. Answering Paragraph 124, Defendant DENIES the allegations in this
19 Paragraph.
20

21 125. Answering Paragraph 125 Defendant DENIES the allegations in this
22 Paragraph.
23

24 126. Answering Paragraph 126, as this involves Plaintiffs realleging each
25 of their preceding allegations from Paragraphs 1 through 125, Defendant realleges
26 each of its preceding denials, admissions and responses in turn.
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1 127. Answering Paragraph 127, these involve conclusions of law to which
2 no response is required. To the extent a response is deemed required, Defendant is
3 without sufficient knowledge to either admit or deny the allegations contained
4 therein and heretofore DENIES same and leaves Plaintiffs to their proofs.
5

6 128. Answering Paragraph 128, these involve conclusions of law to which
7 no response is required. To the extent a response is deemed required, Defendant is
8 without sufficient knowledge to either admit or deny the allegations contained
9 therein and heretofore DENIES same and leaves Plaintiffs to their proofs.
10

11 129. Answering Paragraph 129, Defendant is without sufficient knowledge
12 to either admit or deny the allegations contained therein and therefore DENIES
13 same and leaves Plaintiffs to their proofs.
14

15 130. Answering Paragraph 130, Defendant DENIES the allegations in this
16 Paragraph.
17

18 131. Answering Paragraph 131, Defendant DENIES the allegations in this
19 Paragraph.
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21 132. Answering Paragraph 132, Defendant DENIES the allegations in this
22 Paragraph.
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24 133. Answering Paragraph 133, Defendant DENIES the allegations in this
25 Paragraph.
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1 134. Answering Paragraph 134, Defendant DENIES the allegations in this
2 Paragraph.

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4 135. Answering Paragraph 135, Defendant DENIES the allegations in this
5 Paragraph.

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7 136. Answering Paragraph 136, Defendant DENIES the allegations in this
8 Paragraph.

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10 137. Answering Paragraph 137, Defendant DENIES the allegations in this
11 Paragraph.

12 138. Answering Paragraph 138, as this involves Plaintiffs realleging each
13 of their preceding allegations from Paragraphs 1 through 137, Defendant realleges
14 each of its preceding denials, admissions and responses in turn.

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16 139. Answering Paragraph 139, Defendant DENIES the allegations in this
17 Paragraph.

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19 140. Answering Paragraph 140, Defendant DENIES the allegations in this
20 Paragraph.

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22 141. Answering Paragraph 141, Defendant DENIES the allegations in this
23 Paragraph.

24 142. Answering Paragraph 142, Defendant is without sufficient knowledge
25 to either admit or deny the allegations contained therein and therefore DENIES
26 same and leaves Plaintiffs to their proofs.
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1 143. Answering Paragraph 143, Defendant is without sufficient knowledge
2 to either admit or deny the allegations contained therein and therefore DENIES
3 same and leaves Plaintiffs to their proofs.
4

5 144. Answering Paragraph 144, Defendant DENIES the allegations in this
6 Paragraph.
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8 145. Answering Paragraph 145, Defendant DENIES the allegations in this
9 Paragraph.
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11 146. Answering Paragraph 146, Defendant DENIES the allegations in this
12 Paragraph.
13

14 147. Answering Paragraph 147, as this involves Plaintiffs realleging each
15 of their preceding allegations from Paragraphs 1 through 146, Defendant realleges
16 each of its preceding denials, admissions and responses in turn.
17

18 148. Answering Paragraph 148, these involve conclusions of law to which
19 no response is required. To the extent a response is deemed required, Defendant is
20 without sufficient knowledge to either admit or deny the allegations contained
21 therein and heretofore DENIES same and leaves Plaintiffs to their proofs.
22

23 149. Answering Paragraph 149, Defendant is without sufficient knowledge
24 to either admit or deny the allegations contained therein and therefore DENIES
25 same and leaves Plaintiffs to their proofs.
26

27 ///
28

1 150. Answering Paragraph 150, these involve conclusions of law to which
2 no response is required. To the extent a response is deemed required, Defendant is
3 without sufficient knowledge to either admit or deny the allegations contained
4 therein and heretofore DENIES same and leaves Plaintiffs to their proofs.
5

6 151. Answering Paragraph 151, Defendant is without sufficient
7 information to either admit or deny the allegations contained therein and therefore
8 DENIES same and leaves Plaintiffs to their proofs.
9

10 152. Answering Paragraph 152, Defendant DENIES the allegations in this
11 Paragraph.
12

13 153. Answering Paragraph 153, Defendant is without sufficient
14 information to either admit or deny the allegations contained therein and therefore
15 DENIES same and leaves Plaintiffs to their proofs.
16

17 154. Answering Paragraph 154, Defendant DENIES the allegations in this
18 Paragraph.
19

20 155. Answering Paragraph 155, as this involves Plaintiffs realleging each
21 of their preceding allegations from Paragraphs 1 through 154, Defendant realleges
22 each of its preceding denials, admissions and responses in turn.
23

24 156. Answering Paragraph 156, Defendant is without sufficient
25 information to either admit or deny the allegations contained therein and therefore
26 DENIES same and leaves Plaintiffs to their proofs.
27
28

1 157. Answering Paragraph 157, Defendant is without sufficient
2 information to either admit or deny the allegations contained therein and therefore
3
4 DENIES same and leaves Plaintiffs to their proofs.

5 158. Answering Paragraph 158, Defendant is without sufficient
6 information to either admit or deny the allegations contained therein and therefore
7
8 DENIES same and leaves Plaintiffs to their proofs.

9 159. Answering Paragraph 159, Defendant is without sufficient
10 information to either admit or deny the allegations contained therein and therefore
11
12 DENIES same and leaves Plaintiffs to their proofs.

13 160. Answering Paragraph 160, these involve conclusions of law to which
14
15 no response is required. To the extent a response is deemed required, Defendant is
16 without sufficient knowledge to either admit or deny the allegations contained
17
18 therein and heretofore DENIES same and leaves Plaintiffs to their proofs.

19 161. Answering Paragraph 161, as this involves Plaintiffs realleging each
20 of their preceding allegations from Paragraphs 1 through 160, Defendant realleges
21
22 each of its preceding denials, admissions and responses in turn.

23 162. Answering Paragraph 162, these involve conclusions of law to which
24
25 no response is required. To the extent a response is deemed required, Defendant is
26 without sufficient knowledge to either admit or deny the allegations contained
27
28 therein and heretofore DENIES same and leaves Plaintiffs to their proofs.

1 163. Answering Paragraph 163, these involve conclusions of law to which
2 no response is required. To the extent a response is deemed required, Defendant is
3 without sufficient knowledge to either admit or deny the allegations contained
4 therein and heretofore DENIES same and leaves Plaintiffs to their proofs.
5

6 164. Answering Paragraph 164, Defendant DENIES the allegations in this
7 Paragraph.
8

9 165. Answering Paragraph 165, Defendant DENIES the allegations in this
10 Paragraph.
11

12 166. Answering Paragraph 166, as this involves Plaintiffs realleging each
13 of their preceding allegations from Paragraphs 1 through 165, Defendant realleges
14 each of its preceding denials, admissions and responses in turn.
15

16 167. Answering Paragraph 167, Defendant ADMITS that Plaintiffs
17 “maintained a relationship” with Defendant CARDFLEX INC. dba CLIQ relating
18 to credit card processing, but is otherwise without sufficient information to
19 either admit or deny the allegations contained therein and therefore DENIES same
20 and leaves Plaintiffs to their proofs.
21

22 168. Answering Paragraph 168, Defendant is without sufficient
23 information to either admit or deny the allegations contained therein and therefore
24 DENIES same and leaves Plaintiffs to their proofs.
25

26
27 ///
28

1 169. Answering Paragraph 169, Defendant DENIES the allegations in this
2 Paragraph.

3
4 170. Answering Paragraph 170, Defendant DENIES the allegations in this
5 Paragraph.

6
7 **AFFIRMATIVE DEFENSES**

8 As and for its affirmative defenses to the Complaint, without prejudice to the
9 various denials, admissions and allegations set forth above, or to any applicable
10 burden of proof, and while simultaneously reserving the right to raise additional
11 affirmative defenses on an as-needed basis, Defendant alleges as follows:
12

13
14 **FIRST AFFIRMATIVE DEFENSE**

15 (Unclean Hands)

16 1. Defendants' claims, and each of them, are barred, entirely or in part,
17 by their unclean hands.

18
19 **SECOND AFFIRMATIVE DEFENSE**

20 (Laches)

21 2. Plaintiffs' claims, and each of them, are barred, entirely or in part, by
22 the Doctrine of Laches.

23
24 **THIRD AFFIRMATIVE DEFENSE**

25 (Waiver)

26 3. Plaintiffs' claims, and each of them, are barred, entirely or in part,
27 ///

1 because Plaintiffs have waived their rights, if any, to recover the relief
2 sought in the Complaint.
3

4 **FOURTH AFFIRMATIVE DEFENSE**
5 (Intervening/Supervening Cause)
6

7 4. Plaintiffs' claims, and each of them, are barred, entirely or in part,
8 because any injury or loss sustained was caused by intervening or supervening
9 events and/or conduct over which Defendant had and has no control.
10

11 **FIFTH AFFIRMATIVE DEFENSE**
12 (Equitable Indemnity)
13

14 5. To the extent that Plaintiffs have suffered any damage as a result of
15 any alleged act or omission of Defendant, Defendant is entitled to equitable
16 indemnity according to comparative fault from other persons and/or entities
17 causing or contributing to such damages.
18

19 **SIXTH AFFIRMATIVE DEFENSE**
20 (Estoppel)
21

22 6. Plaintiffs' claims, and each of them, are barred, entirely or in part, by
23 the Doctrine of Estoppel.
24

25 **SEVENTH AFFIRMATIVE DEFENSE**
26 (Mistake)
27

28 7. Plaintiffs' claims, and each of them, are barred, entirely or in part, by
a mutual mistake of fact in the contract(s) at issue.

1 **EIGHTH AFFIRMATIVE DEFENSE**

2 (Accord & Satisfaction)

3 8. Plaintiffs' claims, and each of them, are barred, entirely or in part, by
4 an independent accord between the parties hereto, and full satisfaction of same.
5

6 **NINTH AFFIRMATIVE DEFENSE**

7 (Failure to Mitigate Damages)

8 9. Plaintiffs' claims, and each of them, are barred, entirely or in part, by
9 failing to mitigate their damages.
10

11 **TENTH AFFIRMATIVE DEFENSE**

12 (Fraud)

13 10. Plaintiffs' claims, and each of them, are barred, entirely or in part, by
14 engaging in fraudulent conduct.
15

16 **ELEVENTH AFFIRMATIVE DEFENSE**

17 (Failure to Join Indispensable Parties)

18 11. Plaintiffs' claims, and each of them, are barred, entirely or in part, due
19 to their failure to join one or more indispensable parties.
20

21 Defendant reserves the right to assert additional affirmative defenses if
22 discovery or Defendant's investigation reveals grounds for the assertion of the
23 additional defenses, including without limitation affirmative defenses that are
24 referenced in Rule 8(c) of the Federal Rules of Civil Procedure or are otherwise
25 available under applicable law.
26
27
28

V. PRAYER FOR RELIEF

WHEREFORE, Defendant respectfully prays to this Court for:

1. Plaintiffs to take nothing by way of this lawsuit;
2. The Complaint to be dismissed with prejudice;
3. Defendant to recover its costs and reasonable attorneys' fees from Plaintiffs, subject to proof;
4. For such other and further relief in favor of Defendant as this Court deems just and proper.

Dated: August 27, 2019

DON C. MOODY, ESQ.

/s/ donmoody

Attorney for Defendant

CARDFLEX, INC. dba "CLIQ"

CERTIFICATE OF SERVICE

I hereby certify that a copy of the foregoing Answer was served via CM/ECF and U.S. Mail, postage prepaid, on the following counsel of record on August 27, 2019:

- i) Howard Bender, Esq.
800 Westchester Ave., Ste. 641-N
Rye Brook, NY 10573
Attorney for Plaintiffs
- ii) Fadi Cheikha
29883 Santa Margarita Pkwy.
Rancho Santa Margarita, CA 92688
Agent for Service of Process for Defendant US Alliance Group, Inc.
- iii) John W. Peterson, Esq.
401 Commerce St., Ste. 900
Nashville TN 37219
Attorney for Defendant Wells Fargo Bank, N. A.

/s/ donmoody
Don C. Moody, Esq.
(NY Bar. No. 5603758)

ANSWER